

**First Union Rail Corporation**

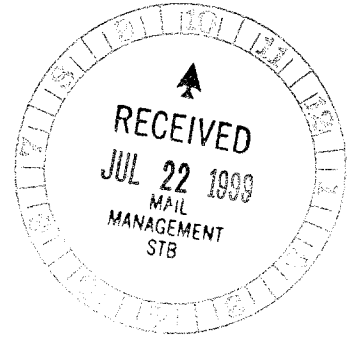
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 92267 FILED

JUL 23 1999

July 21, 1999

VIA FEDERAL EXPRESS



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated April 28, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

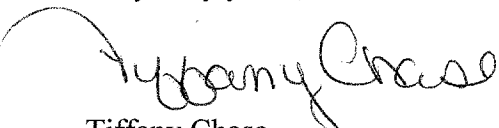
Lessee: Thompson Industries, Inc.  
4260 S. Arkansas Ave.  
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase  
Manager of Documentation

Enclosures

(TOM005)

TOM005

EXHIBIT A  
to  
RIDER NO. 5

RECORDATION NO. 22264 FILED A

JUL 23 99

10:04 AM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of April, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Ind. Inc. ("Lessee"), a Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of March 22, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 28, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

## ATTEST:

By: K. A. Ambrowski  
Name: K. A. AMBROWSKI

Title: DIRECTOR OF DOCUMENTATIONBy: Richard SeymourName: RICHARD F. SEYMOURTitle: Vice President Sales & MarketingExecuted on this 30th day of April, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of April, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES

ATTEST:

By: Mike Bryson  
Name: Mike Bryson  
Title: Inventory Control

By: KR  
Name: Kenneth Renfro  
Title: Vice President

Executed on this 28 day of April, 1999.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Perry

I, Karen Burge, a Notary Public of the County and State aforesaid, certify that Kenneth Renfro personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of April, 1999.

Karen Burge  
Notary Public

My Commission Expires:

10-23-99  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Number of Cars:	Twenty-three (23)
Description of Cars:	60' 8" Centerbeam Flats
Car Numbers:	NOKL 728043 NOKL 728044 NOKL 728046 NOKL 728047 NOKL 728049 NOKL 728211 NOKL 728219 NOKL 728222 NOKL 728224 NOKL 728045 NOKL 728048 UMP 9824 UMP 9826 UMP 9827 UMP 9828 UMP 9831 UMP 9834 UMP 9835 UMP 9836 UMP 9837 UMP 9839 UMP 9840 UMP 9841